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UNITED STATES DISTRICT COURT
 FOR THE NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

JAMES GILES, Derivatively on Behalf of)
 AUTODESK, INC.,)

Plaintiff,)

v.)

CAROL A. BARTZ, CARL BASS, MARK A.)
 BERTELSEN, CRAWFORD W. BEVERIDGE,)
 J. HALLAM DAWSON, PER-KRISTIAN)
 HALVORSEN, STEVEN L. SCHEID, MARY)
 ALICE TAYLOR, LARRY W. WANGBERG,)

Defendants,)

AUTODESK, INC.,)

Nominal Defendant.)

Civil Action No. C-06-7185-PJH

**STIPULATION AND [PROPOSED]
 ORDER APPOINTING LEAD
 PLAINTIFF AND COUNSEL, AND
 SETTING SCHEDULE FOR FILING OF
 CONSOLIDATED COMPLAINT AND
 DEFENDANTS' RESPONSE THERETO**

I. STIPULATION

WHEREAS, on November 20, 2006, Plaintiff Giles filed his Verified Derivative Complaint for Violation of the Securities Exchange Act, Breach of Fiduciary Duty, Aiding and Abetting, Unjust Enrichment, Rescission, Gross Mismanagement, and Waste of Corporate Assets (the "Derivative Complaint") commencing the above-captioned Derivative Action (the "Derivative Action");

WHEREAS, the efficiency of the litigation is supported by the appointment of one or more lead plaintiffs;

WHEREAS, appointment of lead counsel is recommended by numerous courts, including the Ninth Circuit, as well as the Manual for Complex Litigation, in order to ensure a concerted litigation effort and to avoid duplication, repetition and the waste of resources consumed in litigating a case;

WHEREAS, Defendants take no position as to the appointment of Plaintiff Giles as Lead Plaintiff and Keller Rohrback L.L.P., Statman Harris & Eyrich and Strauss & Troy as Plaintiff's Executive Committee, Keller Rohrback L.L.P. as Chairman of Plaintiff's Executive Committee; and Lovitt & Hannan, Inc. as Liaison Counsel

WHEREAS, Plaintiff and Defendants, after meeting and conferring, agree that a schedule for the filing of an Amended Complaint and Defendants' response thereto will provide judicial economy.

THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the parties through their respective counsel of record, subject to the approval of the Court, as follows:

A. APPOINTMENT OF LEAD PLAINTIFF AND COUNSEL

1. Plaintiff Giles shall be appointed Lead Plaintiff.

2. The law firms of Keller Rohrbach L.L.P., Statman Harris & Eyrich, and Strauss & Troy shall be appointed as Plaintiff's Executive Committee, the law firm of Keller Rohrbach L.L.P. shall be appointed as Chairman of Plaintiff's Executive Committee in the Derivative Action and Lovitt & Hannan, Inc. as Liasion Counsel.

3. The Chairman of Plaintiff's Executive Committee shall have the authority to perform or delegate the performance of the following matters on behalf of Plaintiff in the Derivative Action:

(a) directing, coordinating, and supervising the prosecution of Plaintiff's claims in the Derivative Action;

(b) initiating, responding to, scheduling, briefing, and arguing all motions;

(c) appearing at all hearings and conferences regarding the case;

(d) determining the scope, order, and conduct of all discovery proceedings;

(e) assigning work to Plaintiff's counsel as necessary and appropriate under the circumstances;

(f) retaining experts;

(g) communicating with the Court;

(h) communicating with Defendants' counsel;

(i) conducting settlement negotiations;

(j) collecting and reviewing time and expense records from all Plaintiff's counsel on a monthly basis and at the conclusion of the case, as necessary and appropriate under the circumstances, and submitting a fee and costs application;

1 (k) coordinating activities to avoid duplication and inefficiency in the filing,
2 serving, and/or implementation of pleadings, other court papers, discovery papers, and discovery
3 practice, and, generally, in the litigation;

4 (l) performing such other duties that may be incidental to proper coordination
5 of Plaintiff's pretrial activities or authorized by further order of the Court; and
6

7 (m) entering into agreements with Defendants' counsel that are binding on
8 Plaintiff.

9 4. To the extent any other Plaintiff's counsel are designated by Plaintiff's Executive
10 Committee to assist with the prosecution of this action, all such Plaintiff's counsel shall keep
11 contemporaneous time and expense records, in the form requested by Plaintiff's Executive
12 Committee, and shall provide such records on a monthly basis to Plaintiff's Executive
13 Committee, and otherwise as requested by Plaintiff's Executive Committee.
14

15 5. Lovitt & Hannan, Inc. is appointed Liaison Counsel for Plaintiff in the Derivative
16 Action.

17 6. Plaintiff's Liaison Counsel shall act at the direction of the Chairman of Plaintiff's
18 Executive Committee and shall assist the Chairman of Plaintiff's Executive Committee in
19 facilitating coordination and communications among counsel for the parties and with the Court
20 and otherwise assist in the coordination of discovery, presentations, at pretrial conferences and
21 other pretrial activities.
22

23 7. Any other actions now pending or later filed in this district which arise out of or
24 are related to the same facts as alleged in the Derivative Action shall be consolidated for all
25 purposes pursuant to Fed. R. Civ. P. 42(a) into the above-captioned Derivative Action, if and
26 when such actions are brought to the Court's attention.

1 **B. SCHEDULE**

2 8. Plaintiff shall have the right to file an Amended Complaint, no later than 90 days
3 from the date Nominal Defendant Autodesk issues its Restatement or from the entry of this
4 Order, whichever is earlier. Plaintiff's Amended Complaint will supersede all existing
5 complaints filed in the Derivative Action. Defendants need not respond to the Derivative
6 Complaint filed on November 20, 2006, or any subsequently-filed complaint other than the
7 Amended Complaint defined herein. Service, pursuant to Rule 4 of the Federal Rules of Civil
8 Procedure, of the Derivative Complaint, or any subsequently-filed complaint on any of the
9 Defendants, or their counsel, shall constitute sufficient service on that Defendant. Service shall
10 be effected with respect to any Defendant newly named pursuant to an Amended Complaint by
11 serving the Amended Complaint on that Defendant or, with permission, that Defendant's
12 counsel.
13

14
15 9. Each Defendant shall answer or otherwise respond to the Amended Complaint no
16 later than 60 days from the date of service. In the event that Defendants file and serve any
17 motion directed at the Amended Complaint, Plaintiff shall file and serve his opposition within 60
18 days after the service of Defendants' motion. If Defendants file and serve a reply to Plaintiff's
19 opposition, they will do so within 30 days after service of the opposition.
20

21 10. Notwithstanding any provision herein, Defendants may respond to the Amended
22 Complaint in any manner provided by law or statute. Accordingly, the Defendants by and
23 through their counsel of record as designated below have reserved all of their defenses and
24 objections to the Amended Complaint, including any defense based upon lack of personal
25 jurisdiction.
26

1 IT IS SO STIPULATED.

2 DATED

1/02/2007

3
4 *Is Ronald Lovitt (with permission)*

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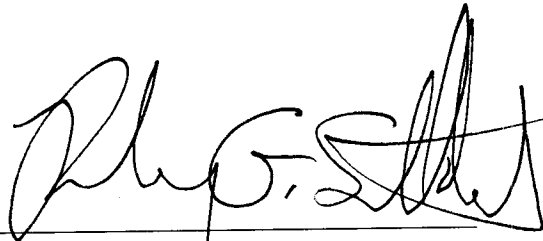
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DATED Jan. 2, 2007



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* * *

II. ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 1/3/07

THE HONORABLE
UNITED STATES

